

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

VIA UPS NEXT DAY AIR

**FIRST
UNION®**

October 6, 1999

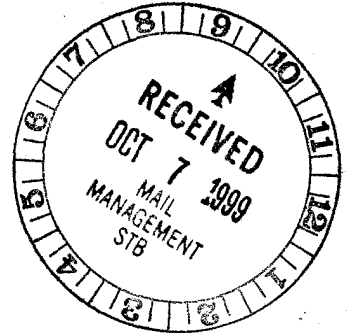
RECORDATION NO.

22462

FILED

OCT 18 '99

9-30AM



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated September 1, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Cascade Warehouse, Inc.
1625 Front Street N.E.
Salem, OR 97303

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase
Manager of Documentation

Enclosures

(CAWI004)

RECORDATION NO. 22462 FILEDEXHIBIT A
to
RIDER NO. 4

OCT 18 '99

9-30AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of September, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CASCADE WAREHOUSE, INC. ("Lessee"), an Oregon corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of December 23, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 7, 1999 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski
Name: K.A. DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 1st day of September 1999.

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State
aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of September,
1999.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)



LESSEE:

CASCADE WAREHOUSE, INC.

ATTEST:

By: _____
Name: _____
Title: _____

By: Scott W Cant
Name: Scott W Cantonwine
Title: President

Executed on this ____ day of _____, 199__.

[CORPORATE SEAL]

STATE OF Oregon

COUNTY OF Marion

I, Georjan Bridger, a Notary Public of the County and State
aforesaid, certify that Scott W Cantonwine personally appeared before me this day and
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of September,
1999.

Georjan Bridger
Notary Public

My Commission Expires:

8-4-2003
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: 44

DESCRIPTION OF CARS: 73' Centerbeam Flat Cars

CAR NUMBERS: See attached list.

WCRC	009131
WCRC	009134
WCRC	009137
WCRC	009140
WCRC	009141
WCRC	009143
WCRC	009147
WCRC	009148
WCRC	009150
WCRC	009153
WCRC	009155
WCRC	009157
WCRC	009163
WCRC	009170
WCRC	009175
WCRC	009177
WCRC	009179
WCRC	009182
WCRC	009188
WCRC	009198
WCRC	009199
WCRC	009202

WCRC	009206
WCRC	009207
WCRC	009212
WCRC	009213
WCRC	009217
WCRC	009219
WCRC	009222
WCRC	009223
WCRC	009226
WCRC	009228
WCRC	009236
WCRC	009239
WCRC	009240
WCRC	009248
WCRC	009250
WCRC	009251
WCRC	009252
WCRC	009261
WCRC	009262
WCRC	009264
WCRC	009265
WCRC	009268